PRANIK LOGISTICS LIMITED

CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

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Director

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1. PREAMBLE & SCOPE

1.1 Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") mandates disclosure of any events or information which, in the opinion of the Board of Directors of the Company (the "Board"), is material.

1.2 Regulation 30(4) of the SEBI Listing Regulations requires the Company to frame a policy for determination of materiality of events or information for disclosure, based on the criteria specified therein.

1.3 This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the Listing Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ('LODR Amendments') and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 ('SEBI Circular').

1.4 Further, Regulation 30 of the Listing Regulations divides the event(s) / information requiring disclosure into two categories, One – Event(s) / information that are deemed as Material ('**Para A Events**') and Two – Event(s) / information, materiality of which is to be determined by application of materiality criteria ('**Para B Events**').

1.5 The purpose of this Policy is to determine materiality of events or information of the Company, guarantee of its fair disclosure to the public and to make sure that the disclosure is prompt, correct, relevant and not misleading, and that all market participants have simultaneous access to any share price sensitive information.

Effective Date:

This Policy for Criteria for Determining Materiality of Events (the 'Policy') has been adopted by the Board of Directors of the Company at its Meeting held on 15th May, 2026 and the amended Policy is applicable to the Company w.e.f. 15th May, 2026.

2. OBJECTIVES OF THE POLICY

The objectives of this Policy are as follows:

a) To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly traded company as laid down by the SEBI Listing Regulations, various securities laws and any other legislations.
b) To ensure that the information disclosed by the Company is timely and transparent.
c) To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
d) To protect the confidentiality of material/ price sensitive information within the context of the Company's disclosure obligations.
e) To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
f) To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

PRANIK LOGISTICS LIMITED

Director

3. DEFINITIONS

(i) **"Act"** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

(ii) **"Board of Directors"** or **"Board"** means Board of the Directors of the Company.

(iii) **"Company"** means Pranik Logistics Limited.

(iv) **"Key Managerial Personnel"** means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.,
i. Chief Executive Officer (CEO) or the Managing Director (MD) or the Manager;
ii. Company Secretary (CS);
iii. Whole-time Director;
iv. Such other officer not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
v. Such other officer as may be prescribed.

(v) **"Material Event"** or **"Material Information"** shall mean such event or information as set out in the Schedule or as may be determined in terms of this Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.

(vi) **"Net Worth"** shall have the meaning assigned to it in Section 2(57) of the Act.

(vii) **"Officer"** means any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors are accustomed to act and shall also include promoter of the Company.

(viii) **"Policy"** means this Policy on Determination of Materiality of events and information and as may be amended from time to time.

(ix) **"SEBI"** means Securities and Exchange Board of India.

(x) **"SEBI Listing Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

(xi) **"Schedule"** means Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(xii) **"Turnover"** shall have the meaning assigned to it in Section 2(91) of the Act.

All other words and expressions used and not defined in this policy and SEBI Listing Regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, or the Companies Act, 2013 and any other rules and regulations as drafted by SEBI from time to time be made shall have the meanings respectively assigned to them in those legislation.

PRANIK LOGISTICS LIMITED

Director

4. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGES

The following KMPs and officers of the Company are hereby authorized for the purpose of determining materiality of an event or information, evaluating whether an event/ information requires Stock Exchange disclosures (**'Authorized Person(s)'**):

1. Managing Director;
2. Whole –time Director;
3. Chief Executive Officer;
4. Chief Financial Officer;
5. Manager, if any.

And for the purpose of making disclosures and disseminate any material event or information to the Stock Exchanges within the applicable timelines (**'Authorized Person(s)'**):

1. Managing Director;
2. Whole –time Director;
3. Chief Executive Officer
4. Chief Financial Officer;
5. Company Secretary & Compliance Officer.

The materiality of events/ information outlined here are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person(s) should exercise his/her own independent judgement while assessing the materiality of events associated with the Company. The authorised persons may also, as a collective, consult the Chairman or any other Director of the Company or seek external professional assistance while assessing the materiality of an event or information, and for evaluating whether the event/ information requires a Stock Exchange Disclosure.

The contact details of any of the KMPs so designated or members of the Committee, if so constituted, or officers shall be disclosed to the stock exchange and also be placed on the Company's website.

5. DISCLOSURE OF EVENTS OR INFORMATION

Following category of Events/Information required to be disclosed:

Category 1: Events/information specified in Para A of Part A of Schedule III are deemed to be material events/information and the Company shall make disclosure of such events without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of SEBI Listing Regulations.

Category 2: The Company shall make disclosure of events specified in Para B of Part A of Schedule III, based on application of the guidelines for materiality, as specified in clause 6.

PRANIK LOGISTICS LIMITED

Director

Category 3: In case an event occurs or an information becomes available to the Company, which is not specified in Para A or B of Part A of Schedule III, but which may have material effect on the Company, the Company shall make adequate disclosures if, in the opinion of the authorised KMP(s), such event or information is considered material.

6. CRITERIA FOR DETERMINING MATERALITY OF EVENTS OR INFORMATION

6.1 Quantitative criteria would be calculated based on the audited financial statements, and would mean the omission of an event/information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

a) 2% (two per cent) of consolidated (as applicable) turnover, as per the last audited (consolidated, if any) financial statements of the Company; or
b) 2% (two per cent) of consolidated (as applicable) net worth as per the last audited (consolidated, if any) financial statements of the Company (except in case the arithmetic value of the net worth is negative); or
c) 5% (five percent) of average of absolute value of consolidated (as applicable) profit or loss after tax for last 3 years, as per the last 3 (three) audited (consolidated, if any) financial statements of the Company.

In terms of the SEBI Circular, if the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Circular.

For the avoidance of doubt, it is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

6.2 Qualitative criteria would mean an event/ information:

a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
c) any other event/information may be treated as being material if in the opinion of the Board of directors of Company, the event / information is considered material.

7. GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION & ITS TIMELY DISCLOSURE

7.1 All material events or information shall be disclosed as soon as reasonably possible and in any case within the timelines prescribed under the SEBI Listing Regulations, including:

PRANIK LOGISTICS LIMITED
Director

(a) Within 30 minutes from the closure of the Board Meeting, in respect of material events or information requiring approval of the Board of Directors;

(b) Within 12 hours from the occurrence of the event or information, where such event or information emanates from within the Company; and

(c) Within 24 hours from the occurrence of the event or information, where such event or information relates to the Company but emanates from outside the Company.

7.2 Statutory timeframes for disclosure shall be adhered to. Delay, if any, should be sufficiently explained along with the disclosure.

7.3 The Company shall disclose all material developments and updates relating to the disclosed event or information on a regular basis until the event is resolved, concluded, or closed, together with relevant explanations, wherever required.

7.4 Any event or information that may be material under Regulation 30 of the SEBI Listing Regulations shall be promptly reported to the Key Managerial Personnel ("KMP") authorised by the Board, as defined above, along with supporting data/information to facilitate a timely and appropriate disclosure. Any other event or information which, in the opinion of the concerned official, may have a material or price-sensitive impact on the Company shall also be reported for evaluation.

7.5 The KMP(s) authorised by the Board, shall severally be responsible and authorised for ascertaining the materiality of events or information considering its nature and its disclosure after taking into consideration the various provisions of the SEBI Listing Regulations and this policy.

7.6 Upon determination of the materiality, the Company Secretary and Compliance Officer, or in his/her absence any one of the authorised KMP shall make the necessary disclosure to the Stock Exchanges.

7.7 The Company shall use the electronic facilities provided by the Stock Exchanges for dissemination of the information and may subsequently disclose the same via other media, including the press release, website, etc.

7.8 The occurrence of material events/information could be either emanating from within or outside the Company and may arise due to actions taken by the Company or due to circumstances beyond the control of the Company. It can be categorized as under:

a. depends upon the stage of discussion, negotiation or approval; and
b. in case of natural calamities disrupting operations etc., it would depend upon the timing when the company became aware of the event/information.

In respect of the events under (a), the events/information can be said to have occurred upon receipt of approval of the Board of Directors, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

PRANIK LOGISTICS LIMITED

Director

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval. Approvals other than final approvals, such as in-principle approvals, exploratory approvals etc. will not require disclosure under this Code.

In respect of the events under (b), the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an Officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

8. DEALING WITH AMBIGUOUS INFORMATION

The Company shall confirm, deny or clarify any reported event or information in the mainstream media, which is not general in nature and indicates that rumours of an impending specific material event or information that are circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under Listing Regulations as applicable to the Company and amendment made thereon from time to time.

9. AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provisions with the new provision(s) or replace the Policy entirely with a new Policy. The Company Secretary, being the Compliance Officer, is also authorized to make amendment in this Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this policy does not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the Listing Regulations.

10. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

11. DISSEMINATION OF THE POLICY

This Policy shall be hosted on the website of the Company.

PRANIK LOGISTICS LIMITED

Director